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IN THE UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF HAWAII

SPORTS SHINKO CO., LTD., a
Japanese corporation,

Plaintiff,

vs.

OR HOTEL, LLC, a Hawai'i
limited liability company, KG
HOLDINGS, LLC, a Hawai'i
limited liability company,
FRANKLIN K. MUKAI,

Defendants.

) CV 04-00127 ACK/BMK

)
) **THIRD AMENDED COMPLAINT**
) **(OCEAN RESORT HOTEL);**
) **SUMMONS IN A CIVIL CASE;**
) **CERTIFICATE OF SERVICE**
)

EXHIBIT 1D

**THIRD AMENDED COMPLAINT
(OCEAN RESORT HOTEL)**

Plaintiff SPORTS SHINKO, CO., LTD. ("Plaintiff"), by and through its undersigned attorneys, alleges as follows:

PARTIES

1. Plaintiff is a Japan corporation, and its principal place of business is not in Hawai'i. Plaintiff was formerly the sole shareholder of Sports Shinko (USA) Co., Ltd., a Delaware corporation ("SS USA"), which, is the sole shareholder of Sports Shinko (Hawai'i) Co., Ltd. ("SSH"), a Hawai'i corporation. SSH owns all of the stock of Sports Shinko Resort Hotel Corporation ("SSRHC"), which, in turn, owns the stock of Sports Shinko (Waikiki) Corporation ("DEBTOR").

2. Defendant OR HOTEL, LLC ("KG ORH") is a Hawai'i limited liability company with its principal place of business in the State of Hawai'i. The members of KG ORH are all citizens of Hawai'i.

3. Defendant KG HOLDINGS, LLC ("KG HOLDINGS"), is a Hawai'i limited liability company with its principal place of

business in the State of Hawai'i. The members of KG Holdings are all citizens of Hawai'i.

4. Defendant FRANKLIN K. MUKAI ("MUKAI") is a citizen of Hawai'i. At all relevant times, MUKAI was an employee and/or partner of McCORRISTON MILLER MUKAI MACKINNON LLP, A Limited Liability Law Partnership ("M4"), an officer and/or director of SSH and DEBTOR, and an attorney and agent for DEBTOR. At all relevant times, MUKAI acted directly and through agents of M4.

JURISDICTION

5. This Court has jurisdiction over this action pursuant to 28 U.S.C. § 1332 because there is complete diversity between the parties and the amount in controversy exceeds \$75,000.00.

6. Venue is appropriate in this Court under 28 U.S.C. § 1391 because most of the events giving rise to Plaintiff's claims occurred in this district.

GENERAL ALLEGATIONS

7. Plaintiff is, and at all relevant times, was, a creditor of DEBTOR. On December 30, 2004, Plaintiff transferred its loans to DEBTOR to South Wind Realty Finance (Cayman) Company LLC, a Cayman Islands exempted limited liability company ("South Wind"); Plaintiff, however, retains an interest in, and the right and obligation to pursue, this lawsuit for itself and South Wind.

8. At all relevant times, SATOSHI KINOSHITA ("SATOSHI"), TAKESHI KINOSHITA ("TAKESHI") and TOSHIO KINOSHITA ("TOSHIO") (collectively, the "Kinoshitas"), and SHIGERU TOMITA ("TOMITA"), YASUO NISHIDA ("NISHIDA"), TSUGIO FUKUDA ("FUKUDA") and MUKAI (the Kinoshitas, TSUJIMOTO, NISHIDA, FUKUDA and MUKAI, are hereinafter collectively referred to as "Insiders") were officers and/or directors of DEBTOR.

9. In 1990, DEBTOR acquired real and personal properties, which included the Ocean Resort Hotel Waikiki (the "ORH Properties").